

-A

Interstate Commerce Commission
Washington, D. C.

RECORDATION NO. 8474-A Filed & Recorded

MAY 17 1977-12 02 PM

Gentlemen:

Enclosed for recordation under the provisions of
Section 20c of the Interstate Commerce Act, as amended, are
the original and 11 counterparts of a First Amendment to
Equipment Lease dated as of June 1, 1976.

Said Equipment Lease was recorded on September 14,
1976 at 1:40 P.M. with the Interstate Commerce Commission
and assigned Recordation No. 8474.

A general description of the railroad equipment covered
by the enclosed document is set forth in Schedule A attached to
this letter and made a part hereof.

The names and addresses of the parties are:

Lessor:

First Illinois Leasing Corporation
800 Davis Street
Evanston, Illinois 60204

Lessee:

Denver & Rio Grande Western
Railroad Company
1515 Arapahoe Street
Denver, Colorado 80217

The undersigned is the Lessor mentioned in the enclosed
document and has knowledge of the matters set forth therein.

Please return the original and 9 copies of the First
Amendment to Equipment Lease to Ronald E. Roden, Chapman and
Cutler, 111 West Monroe Street, Chicago, Illinois 60603.

Also enclosed is a check in the amount of \$10.00
covering the required recording fee.

Very truly yours,

FIRST ILLINOIS LEASING CORPORATION

By

Its

E. M. Lyness
President

LESSOR AS AFORESAID

Enclosures

SCHEDULE A
TO
LETTER OF TRANSMITTAL

DESCRIPTION OF EQUIPMENT

<u>Description</u>	<u>Quantity</u>	<u>Identifying Number</u>	<u>Manufacturer</u>
Enclosed Tri-Level Automobile Racks attached in a non-permanent manner to certain units of railroad rolling stock	45	DRGW 1 through DRGW 45, both inclusive	Portec, Inc. (Paragon Division)
Enclosed Tri-Level Automobile Racks attached in a non-permanent manner to certain units of railroad rolling stock	25	DRGW 46 through DRGW 70, both inclusive	Whitehead and Kales Company

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

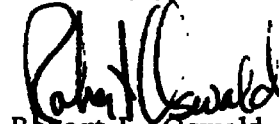
May 17, 1977

**Ronald E. Roden
Chapman and Cutler
111 West Monroe Street
Chicago, IL 60603**

Dear Mr. Roden

The enclosed document(s) was recorded pursuant to the
provisions of Section 20(c) of the Interstate Commerce Act,
49 U.S.C. 20(c), on 5-17-77 at 12:05 PM .
and assigned recordation number(s) 8474-A and 8808-B.

Sincerely yours,


Robert L. Oswald
Secretary

Enclosure(s)

FIRST AMENDMENT
TO
EQUIPMENT LEASE

8474-A
FILED & RECORDED

MAY 17 1977 - 2 25 PM

INTERSTATE COMMERCE COMMISSION

THIS FIRST AMENDMENT TO EQUIPMENT LEASE dated as of June 1, 1976 between First Illinois Leasing Corporation, an Illinois corporation (the "Lessor"), and Denver & Rio Grande Western Railroad Company, a Delaware corporation (the "Lessee").

W I T N E S S E T H:

WHEREAS, the Lessor and the Lessee have heretofore executed and delivered that certain Equipment Lease dated as of June 1, 1976 (the "Lease") providing for the lease thereto by the Lessor to the Lessee of certain railroad equipment more fully described in Schedules A-1 and A-2 attached to the Lease; and

WHEREAS, the Lessor and the Lessee desire to amend the Lease to more particularly describe a portion of said railroad equipment as hereinafter set forth:

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt whereof is hereby acknowledged, the Lessor and the Lessee hereby covenant and agree that the Lease shall be deemed to be and it is hereby amended as follows:

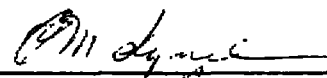
Schedule A-2 to the Equipment Lease shall be and the same is hereby amended so as to read in its entirety as set forth in Annex A hereto.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed in their respective corporate names by their officers or representatives, thereunto duly authorized, and their respective corporate seals to be hereunto affixed, duly attested all as of the date first above written.

FIRST ILLINOIS LEASING CORPORATION

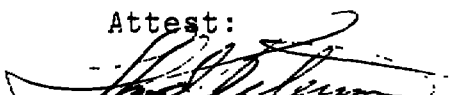
By

Its


President

(Seal)

Attest:


Secretary

DENVER & RIO GRANDE WESTERN
RAILROAD COMPANY

By *W.D. Bushman*
its *Vice Pres. - Finance*

(Seal)

Attest:

W.D. Bushman
W.D. Secretary

This Lease and the Rent due and to become due hereunder have been assigned to, and are subject to a security interest in favor of, First National Bank of Minneapolis, as agent and assignee, pursuant to separate Conditional Sale Agreements, each dated as of June 1, 1976 among First Illinois Leasing Corporation and Denver & Rio Grande Western Railroad Company and the separate Manufacturers named in the Lease and related Agreement and Assignments. Information concerning such security interest may be obtained from First National Bank of Minneapolis, 120 South Sixth Street, Minneapolis, Minnesota 55480, Attention: Corporate Trust Department.

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 12th day of May, 1977, before me personally appeared C. G. [unclear], to me personally known, who being by me duly sworn, says that he is a Director of First Illinois Leasing Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]
Notary Public

(Seal)

My Commission Expires: May 1, 1978

STATE OF COLORADO)
) SS
COUNTY OF DENVER)

On this 12th day of May, 1977, before me personally appeared W. W. [unclear], to me personally known, who being by me duly sworn, says that he is the Vice President - Finance of Denver & Rio Grande Western Railroad Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]
Notary Public

(Seal)

My Commission Expires:

My Commission expires July 10, 1979

SCHEDULE A-2
(to Equipment Lease)

MANUFACTURER: Whitehead and Kales Company

PLANT OF MANUFACTURER:

DESCRIPTION OF EQUIPMENT: 25 Enclosed Tri-Level Auto Racks
bearing rack numbers DRGW 46 to
DRGW 70, both inclusive, and
manufacturer serial numbers 56975
to 57024, both inclusive

SPECIFICATIONS:

DELIVER TO: Denver & Rio Grande Western
Railroad Company

PLACE OF DELIVERY:

ESTIMATED DELIVERY DATE: November, 1976 - March, 1977

OUTSIDE DELIVERY DATE: June 1, 1977

LESSEE: Denver & Rio Grande Western
Railroad Company

ASSIGNEE OF MANUFACTURER: First National Bank of Minneapolis

(Denver & Rio Grande No. 76-1)

ANNEX A
(to First Amendment to
Equipment Lease)